

BYLAWS OF A MEMBERSHIP CORPORATION

NAME OF CORPORATION:

Sisters Community Garden

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (of its corresponding future provisions).

The corporation's primary purpose shall be: *to establish a beautiful garden that fosters community connections among Sisters, Oregon area residents. The garden will serve as a gathering place for a mosaic of people, a resource for education, a farm-to-table resource for local food banks, and an opportunity to realize the benefits and pleasure derived from gardening.*

ARTICLE II: MEMBERS

Section 1 Classes and Voting. There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

Section 2 Qualifications. A person shall become a member of the corporation by completing a garden application and paying the annual garden fee, or by receipt of an approved fee waiver.

Section 3 Termination of Membership. Membership may be terminated by the Board of Directors after giving member at least fifteen days written notice by first class or certified mail, or by email, of the termination and the reasons for the termination and an

opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4 Annual Meeting. The annual meeting of the members shall be held in April of each year and will vote on board members coming up for reelection during that period.

Section 5 Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least 60 percent of voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 6 Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last email address of record, at least seven days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7 Quorum and Voting. 20% of those votes represented at a meeting of members shall constitute a quorum. A majority vote or the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 8 Proxy Voting. There shall be no voting by proxy.

Section 9 Action by Consent Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

ARTICLE III: BOARD OF DIRECTORS

Section 1 Duties. The affairs of the corporation shall be managed by the Board of Directors, including spending authorities established at the board level on an annual basis.

Section 2 Number. The number of Directors may vary between a minimum of seven and a maximum of ten.

Section 3 Term and Election. The term of office for Directors shall be two years. A Director may be reelected without limitation on the number of terms she or he may

serve. The Board shall be elected by the members at the annual meeting of the members.

Section 4 Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5 Vacancies. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote or the Directors then on the Board of Directors.

Section 6 Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by the majority as required by law.

Section 7 Regular Meetings. Regular meetings of the Board of Directors shall be held at the time, and place to be determined by the Board of Directors. No other notice of the date, times place, or purpose of these meetings is required.

Section 8 Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice or such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by email not less than two days prior to the special meeting.

Section 9 Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or any means of video conferencing available to all directors so long as all Directors can hear each other

Section 10 No Salary. Directors shall not receive salaries for their Board services, but may be may be reimbursed for expenses related to Board service.

Section 11 Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action to taken or so taken, shall be signed by all the Directors.

ARTICLE IV: COMMITTEES

Section 1 **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2 **Other Committees.** Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3 **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote or the number of Directors prescribed by the Board, or if no number is prescribed, a majority votes of all Directors in office at that time.

Section 4 **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5 **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1 **Titles.** The officers of this corporation shall be the President, Vice President, Treasurer and Secretary.

Section 2 Election. Board of Directors shall elect the President, Vice-President, Treasurer and Secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3 Vacancy. A vacancy of the office of President, Vice-President, Treasurer or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4 Other Officers. Board Of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5 President. The president shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as prescribed by Board of Directors. The president has spending authority of a maximum of a \$500 per occurrence and can have emergency powers due to unforeseen circumstances.

Section 6 Vice-President. In the event the President is unable to perform the duties of the President, the Vice-President shall perform the duties of the President, except as may be limited by Board resolution, with all the powers of and subject to all the restrictions incident to the office of President. The Vice-President shall have to the extent authorized by the President, the same powers to execute legal documents. The Vice-President shall perform other duties that may be assigned.

Section 7 Treasurer. The Treasurer shall have overall responsibility for all corporate funds. (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;(c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; filing all required federal and state filings; and (e) any other duties as may be prescribed by the Board of Directors.

Section 8 Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members: (c) authentication of the records of the corporation.

ARTICLE VI: CORPORATE IDENTITIY

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

ARTICLE VII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by super majority vote of 80% directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the by-laws and shall contain a copy of the proposed amendment.

ADOPTED: 5/31/14

SIGNATURE BY CORPORATE OFFICER:

Penny Olson
secretary

Amended Bylaws dated MARCH 10, 2022, by

Corporate Officer *Penny Olson, President*

→ approved by Board of Directors
11/1/2021